

RECORDATION NO. 25311-A FILED

NOV 29 '04

12-44 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

November 29, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Equipment Lease Agreement, dated as of October 1, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Lessor: Fleet Capital Corporation
One Financial Plaza
Providence, Rhode Island 02903

Lessee: The Andersons
480 West Dussel Drive
Maumee, Ohio 43537

Mr. Vernon A. Williams
November 29, 2004
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A description of the railroad equipment covered by the enclosed document is:

39 covered hopper cars; AEX 372, AEX 1232, AEX 1325 and AEX 1327 - AEX 1363.

A short summary of the document to appear in the index is:

Memorandum of Master Equipment Lease Agreement.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures



Fleet Capital Corporation

One Financial Plaza
Providence, Rhode Island 02903-2305

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SURFACE TRANSPORTATION BOARD

FILED AND RECORDED WITH THE SURFACE TRANSPORTATION BOARD

On: _____

At: _____

And given Recordation No.: _____

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT dated as of October 1, 2004 by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessor") and The Andersons, Inc., an Ohio corporation ("Lessee"), as such agreement relates to Lease Schedule No. 33199-00019 thereof (together, the "Lease").

WITNESSETH:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, 39 Railcars bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on the Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: October 1, 2004

Lessor:
FLEET CAPITAL CORPORATION

By: Patricia Smith-Disu
Name: Patricia Smith-Disu
Title: Vice President

Lessee:
THE ANDERSONS, INC.

By: Gary Smith
Name: Gary Smith
Title: Vice President, Finance and Treasurer

STATE OF: Rhode Island

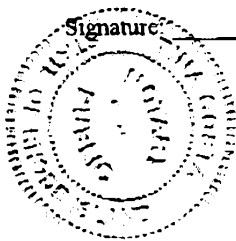
SS.

COUNTY OF: Providence

On November 29, 2004 before me, Tina Costa
(Notary Name and Title)

personally appeared Patricia Smith-Dou personally known to me (or
proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are
subscribed to within the instrument and acknowledged to me that he/she/they executed the same
in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Tina Costa
Signature

(Notary Seal)

STATE OF: Ohio

COUNTY OF: Lucas

On November 24, 2005 before me, Elizabeth J. Hall
(Notary Name and Title)

personally appeared Gary Smith personally known to me (or
proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed
to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the
entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Elizabeth J. Hall

(Notary Seal)
ELIZABETH J. HALL
Attorney at Law
Notary Public - State of Ohio
My Commission has no Expiration Date
Section 147.03 O.R.C.

EXHIBIT "A"		
CARMEUSE LIME, INC.		
39 COVERED HOPPERS		
199301-RED		
DEAL #R00294		
1	AEX	372
2	AEX	1232
3	AEX	1325
4	AEX	1327
5	AEX	1328
6	AEX	1329
7	AEX	1330
8	AEX	1331
9	AEX	1332
10	AEX	1333
11	AEX	1334
12	AEX	1335
13	AEX	1336
14	AEX	1337
15	AEX	1338
16	AEX	1339
17	AEX	1340
18	AEX	1341
19	AEX	1342
20	AEX	1343
21	AEX	1345
22	AEX	1346
23	AEX	1347
24	AEX	1348
25	AEX	1349
26	AEX	1350
27	AEX	1351
28	AEX	1352
29	AEX	1353
30	AEX	1354
31	AEX	1355
32	AEX	1356
33	AEX	1357
34	AEX	1358
35	AEX	1359
36	AEX	1360
37	AEX	1361
38	AEX	1362
39	AEX	1363

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

11/29/04



Robert W. Alvord